

UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

1164505

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	November 30, 2001
Estimated average burden hours per response	16.00
SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



06022663

Name of Offering ☐ check if this is an amendment and name has changed, and indicate change.)

Offering of Common Shares of Olympus Re Holdings, Ltd.

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☐ New Filing ☒ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ☐ check if this is an amendment and name has changed, and indicate change.)

Olympus Re Holdings, Ltd.

Address of Executive Offices (Number and Street, City, State, Zip Code)

Cumberland House

1 Victoria Street

Hamilton HM 11 Bermuda

Telephone Number (including Area Code)

(441) 296-4803

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

Telephone Number (including Area Code)

Brief Description of Business

Holding company for Bermuda reinsurance company (Olympus Reinsurance Company, Ltd.).

✓
PROCESSED
JAN 31 2003
THOMSON
FINANCIAL

Type of Business Organization

☐ corporation
☐ business trust

☐ limited partnership, already formed
☐ limited partnership, to be formed

☒ other (please specify):

Bermuda exempted limited liability company

Actual or Estimated Date of Incorporation or Organization:

1	2
---	---

 Month

0	1
---	---

 Year ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction)

FN

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Nicoll, Sheila**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Cumberland House, 1 Victoria Street, Hamilton HM 11 Bermuda**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Berkowitz, Bruce**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Fairholme Capital Management, LLC, 51 JFK Parkway, Short Hills, NJ 07078**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Gilbert, Steven J.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Gilbert Global Equity Capital, LLC, 590 Madison Avenue, 40<sup>th</sup> Floor, New York, NY 10022**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Ruch, Joshua**

Business or Residence Address (Number and Street, City, State, Zip Code)

**RHO Capital, 152 West 57<sup>th</sup> Street, 23<sup>rd</sup> Floor, New York, NY 10019**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Steinberg, Joseph S.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Leucadia National Corp., 315 Park Avenue South, 20<sup>th</sup> Floor, New York, NY 10010-3679**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

## B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes ☐ No ☒  
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$100,000
3. Does the offering permit joint ownership of a single unit?..... Yes ☒ No ☐
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

|      |      |      |      |      |      |      |      |      |      |      |      |      |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

|      |      |      |      |      |      |      |      |      |      |      |      |      |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

|      |      |      |      |      |      |      |      |      |      |      |      |      |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| Type of Security                                                              | Aggregate<br>Offering Price<br>10,000 | Amount Al-<br>ready<br>Sold |
|-------------------------------------------------------------------------------|---------------------------------------|-----------------------------|
| Debt .....                                                                    | \$0                                   | \$0                         |
| Equity .....                                                                  | \$550,000,000                         | \$155,833,098               |
| <input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred |                                       |                             |
| Convertible Securities (including warrants) .....                             | \$0                                   | \$0                         |
| Partnership Interests .....                                                   | \$0                                   | \$0                         |
| Other (Specify _____) .....                                                   | \$0                                   | \$0                         |
| Total .....                                                                   | \$550,000,000                         | \$155,833,098               |

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

|                                         | Number<br>Investors | Aggregate<br>Dollar<br>Amount<br>of Purchases |
|-----------------------------------------|---------------------|-----------------------------------------------|
| Accredited Investors .....              | 21                  | \$155,833,098                                 |
| Non-accredited Investors .....          | 0                   | \$0                                           |
| Total (for filings under Rule 504 only) | N/A                 | N/A                                           |

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

| Type of offering   | Type of<br>Security | Dollar<br>Amount<br>Sold |
|--------------------|---------------------|--------------------------|
| Rule 505 .....     | N/A                 | N/A                      |
| Regulation A ..... | N/A                 | N/A                      |
| Rule 504 .....     | N/A                 | N/A                      |

|             |            |            |
|-------------|------------|------------|
| Total ..... | <u>N/A</u> | <u>N/A</u> |
|-------------|------------|------------|

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

|                                                                                              |                                     |                    |
|----------------------------------------------------------------------------------------------|-------------------------------------|--------------------|
| Transfer Agent's Fees .....                                                                  | <input type="checkbox"/>            | <u>N/A</u>         |
| Printing and Engraving Costs.....                                                            | <input checked="" type="checkbox"/> | <u>\$30,500</u>    |
| Legal Fees.....                                                                              | <input checked="" type="checkbox"/> | <u>\$900,000</u>   |
| Accounting and Tax Consulting Fees (estimated) .....                                         | <input checked="" type="checkbox"/> | <u>\$77,000</u>    |
| Engineering Fees .....                                                                       | <input type="checkbox"/>            | <u>N/A</u>         |
| Sales Commissions (specify finders' fees separately) .....                                   | <input type="checkbox"/>            | <u>N/A</u>         |
| Other Expenses (identify) <u>consultant's fees and travel and miscellaneous expenses ...</u> | <input checked="" type="checkbox"/> | <u>\$215,000</u>   |
| Total.....                                                                                   | <input checked="" type="checkbox"/> | <u>\$1,222,500</u> |

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” .....

\$548,777,500

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

|                                                                                                                                                                                        | Payments<br>to<br>Officers,<br>Directors,<br>&<br>Affiliates | Payments To<br>Others               |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|-------------------------------------|
| Salaries and fees .....                                                                                                                                                                | <input type="checkbox"/> <u>\$0</u>                          | <input type="checkbox"/> <u>\$0</u> |
| Purchase of real estate .....                                                                                                                                                          | <input type="checkbox"/> <u>\$0</u>                          | <input type="checkbox"/> <u>\$0</u> |
| Purchase, rental or leasing and installation of machinery and equipment .....                                                                                                          | <input type="checkbox"/> <u>\$0</u>                          | <input type="checkbox"/> <u>\$0</u> |
| Construction or leasing of plant buildings and facilities .....                                                                                                                        | <input type="checkbox"/> <u>\$0</u>                          | <input type="checkbox"/> <u>\$0</u> |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a | <input type="checkbox"/> <u>\$0</u>                          | <input type="checkbox"/> <u>\$0</u> |

merger) .....

Repayment of indebtedness .....

Working capital .....

Other (specify): Capital contribution to the issuer's wholly-  
owned subsidiary, Olympus Reinsurance Company, Ltd.

☐ \$0 ☐ \$

☐ \$0 ☐ \$

\$155,000,000

Column Totals .....

☐ \$0 ☐ \$

☐ \$0 ☐ \$

Total Payments Listed (column totals added) .....


☐ \$155,000,000

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**D. FEDERAL SIGNATURE**

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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

|                                                            |                                                                                                |                           |
|------------------------------------------------------------|------------------------------------------------------------------------------------------------|---------------------------|
| Issuer (Print or Type)<br><b>Olympus Re Holdings, Ltd.</b> | Signature<br> | Date<br><b>1/19/2006.</b> |
| Name of Signer (Print or Type)<br><b>Sheila E. Nicoll</b>  | Title of Signer (Print of Type)<br><b>President, Chief Underwriting Officer and Director</b>   |                           |